

- Approach IBM as essentially a stalking horse: we'll pay \$[1.8]mm. If someone overbids by x, you can accept their offer if we get our expenses and a fee covered
  - o Gives IBM a floor
  - o Can lock them up.
- Approach Palladin: offer \$1mm if we win. This may be a de facto blocking position because would screw with the process and company is out of cash.

**OTHER DETAILS**

- Filed in Newark
- Lowenstein Sandler = FX advisors
- Co out of cash.
- Business is a "wire puller" = low end svcs.

I have a meeting that started 10min ago thru 7:15pm. Bruce - please add or amend as will.

Charlie

Charles C. Hale  
DivestCap Management Corp  
660 Madison Avenue, Floor 24  
New York, NY 10021  
Mobile: 617 818 2722  
NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

Visit DivestCap at:  
[www.divestcap.com](http://www.divestcap.com)

**Growing Technology Divestitures with Knowledge & Capital**

divestcap

From: Hale, Charles (charles@divestcap.com)  
Sent: Tuesday, November 09, 2004 8:04 PM  
To: Vigder, Avi  
Cc: Hill, Bruce  
Subject: Pat News from DISA

Follow Up Flag: Follow up  
Flag Status: Flagged

Avi - big stuff afoot.

-----Original Message-----

From: Hill, Bruce <Bruce@divestcap.com>  
To: Hale, Charles <charles@divestcap.com>  
Sent: Tue Nov 09 15:44:33 2004  
Subject: FW: News from DISA.

FW: If this happens, we should be able to sell Sightline for 50 million next year

Sent from my BlackBerry Wireless handheld

-----Original Message-----

From: Ogburn, Grady <Grady.Ogburn@SightLineSystems.com>  
To: Hill, Bruce <Bruce@divestcap.com>  
Cc: charles.morris@slsightlinesystems.com <charles.morris@slsightlinesystems.com>  
Sent: Tue Nov 09 14:56:50 2004  
Subject: News from DISA.

Bruce-

Pat did not say what this will do to the burn rate for licenses in the immediate future, but Roger informed me today that there are two new pools of servers that they are now responsible for that they did not know about when their estimate was ~2500 new machines.

DISA has won the management business for between 150 and 200 new Air Force servers. They are issuing keys for machines from this pool even now.

DISA has also won the management business for approximately 2000 new Army servers. They don't know exactly when this starts.

The bottom line is that not only will they definitely use all of the existing 2300 licenses, they will also definitely be buying more (time frame unknown). It also means that Roger is going to have to rethink the way his group does business. Given the difficulty he has encountered expanding the infrastructure for 2000+ machines, he harbors no illusion that he will be able to simply buy ten times the hardware and bandwidth.

Roger expressed heartfelt gratitude for the new contract's option to buy up to 10000 licenses -- he said it will be a tremendous time saver to NOT have to rewrite/re-negotiate the contract in the early stages of a massive growth spurt.

Grady

divestcap

---

From: Hale, Charles [charles@divestcap.com]  
Sent: Thursday, March 31, 2005 1:43 PM  
To: Vigder, Avi  
Cc: Hill, Bruce  
Subject: RE: Summit

Follow Up Flag: Follow up  
Flag Status: Flagged

Thanks, Avi.

We'll have a better read post board meeting next week. Preliminarily, we'll still have sine curve swings, but with a better trend line (eg up). A lot of important fundamentals continue to fall into place. Against that, we have a tough semi-conductor market and a typical fickle early adopter market driving new product sales.

The next "Summit" Bruce and I will run it as a legacy play. Unless we spread around more money, like venture funds, we don't want to steer more than one of these growth plays at a time, even with good CEOs.

Charlie

Charles C. Hale  
Mobile: 617 816 2222  
NY Office: 212 651 9823  
[charles@divestcap.com](mailto:charles@divestcap.com)

-----Original Message-----

From: Vigder, Avi [mailto:Avi@sagecap.com]  
Sent: Thursday, March 31, 2005 12:03 AM  
To: Hale, Charles; Golan, Daniel; Shlomo Meichor  
Cc: Hill, Bruce  
Subject: RE: Summit

I am truly impressed.

Let me know if you need any additional help there.

---

From: Hale, Charles [mailto:charles@divestcap.com]  
Sent: Wed 3/30/2005 5:45 PM  
To: Golan, Daniel; Shlomo Meichor  
Cc: Hill, Bruce; Vigder, Avi  
Subject: Summit

Summit will probably make an aggressive quarter this quarter. Worst case, we'll miss by 15%. No accelerated bookings. Marketing looks solid. Beating on the cost side, which has been our main area of doubt. EBITDA positive no matter what.

We have been looking at an acquisition that the CEO believes could significantly increase revenue. We have been working it down for a long time, and are getting it to about \$225k up front. We have been negative on it based on price until now. At \$225k, we will probably be in a "no lose" and may not need cash to cover it.

More details later.

Charlie

Charles C. Hale  
DivestCap / Sage  
660 Madison Avenue, Floor 21  
New York, NY 10021  
Mobile: 617 818 2222  
NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

[www.sagecap.com](http://www.sagecap.com) <<http://www.sagecap.com/>> <<http://www.divestcap.com/>> [www.divestcap.com](http://www.divestcap.com)

**divestcap**

---

**From:** Charles Hale (chale@divestcap.com)  
**Sent:** Saturday, May 07, 2008 11:56 PM  
**To:** Vigder, Avi; Gai, Eldad  
**Subject:** Core Opportunity Areas? Your Thoughts?

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Avi / Eldad - a few quick thoughts that I thought I'd run by you:

These days, I am thinking my core forward opportunity areas are:

- Korea-style tech divestitures in Europe
  - o Possibly far too hard to source and manage from NYC but I am working on a few niche investment banks
  - o Wide open market. Often real estate components
- Non-tech deals like the ones we do. These can have material purchase prices but also material financing on asset value
  - o Sourced largely through workout groups (regional banks and local groups of national banks)
  - o Also sourced through our traditional "detrimental" cold calls to non tech cos
  - o Growth area - all my data points suggest material tick ups in workout group work loads
- Public software deals that capitalize on the truth that most public SW cos will be spending tons of money on R&D and new sales that just won't go anywhere, leading companies to run out of cash, need money, and be takeover candidates for financial buyers who will run the companies as they should be run.
  - o AXO fits this mold. So does KANA
  - o Broadvision will fit this mold. Let's approach Ramus in July after they sell some of their amortizing stock
  - o FORTEL was an extreme example.

I have been thinking for a long time about hiring a non-tech guy to go after the middle bullet. I have someone in mind and would welcome your thoughts. ALSO - a senior Broadview software banker approached me about joining our firm. He would add a large amount of muscle in sourcing and M&A but also stretch our budget.

Finally, we need to change our name. It is too narrow. We could simply use Sage if you wanted, but my sense has been that there are material advantages from separate entities (eg with Summit exit). I'd like to start on this same issue immediately because the site needs its yearly refresh.

Again, these are strategic issues. I know I'd benefit from your and the broader group's thoughts.

Charlie

Charles C. Hale  
DivestCap / Sage  
660 Madison Avenue, Room 21  
New York, NY 10021  
Mobile: 627 616 2222  
NY Office: 212 651 9023  
chale@divestcap.com

[www.sagecap.com](http://www.sagecap.com)  
[www.divestcap.com](http://www.divestcap.com)

divestcap

**From:** Charles Hale [mailto:charles@divestcap.com]  
**Sent:** Tuesday, May 24, 2008 4:15 PM  
**To:** Gal, Eldad; Vigdor, Avi  
**Cc:** Michelle Yi; Sagi, Mor  
**Subject:** RE: Intuit

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

9-10x is very expensive. Sadly, the big tech deals have been going closer to 14x.

These businesses can grow. They can produce cash flow. They can't do both, which is why those multiples are insanity...unless one is in the business of rolling the dice and collecting fees. A good business but not what we do!

Sony and Yokohama Tire as customers. Mostly US.

Charlie

Charles C. Hale  
Mobile: 617 618 2222  
NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

**From:** Gal, Eldad [mailto:Eldad@sagecap.com]  
**Sent:** Tuesday, May 24, 2008 3:57 PM  
**To:** Charles Hale; Vigdor, Avi  
**Cc:** Michelle Yi; Sagi, Mor  
**Subject:** RE: Intuit

If you think its 9-10 times may be expensive. If it is 7-8 with lev may be good deal.

**From:** Charles Hale [mailto:charles@divestcap.com]  
**Sent:** Tuesday, May 24, 2008 2:58 PM  
**To:** Vigdor, Avi  
**Cc:** Michelle Yi; Gal, Eldad; Sagi, Mor  
**Subject:** Intuit

Working on getting in a CSFB process for Intuit's BlueOcean help desk software business, \$50-80m revs, \$27m EBITDA. Probably an Agfa-type multiple - 9-10 times. Can we be competitive with our Japan capabilities? Could probably get 6x or + mezz.

Charlie

Charles C. Hale  
DivestCap / Sage  
668 Madison Avenue, Floor 21  
New York, NY 10021  
Mobile: 617 618 2222  
NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

[www.sagecap.com](http://www.sagecap.com)  
[www.divestcap.com](http://www.divestcap.com)



**divestcap**

---

**From:** Charles Hale [charles@divestcap.com]  
**Sent:** Thursday, May 28, 2005 7:20 AM  
**To:** Michelle Yi, Ray, Deb; sandra\_lowry@adminstaff.com; david\_guthrie@adminstaff.com  
**Cc:** Diggs, Wendylyn; Margolis, Michael  
**Subject:** Industrial Psychologist

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

This may sound unusual but I'd like to put our two current Signifant (TM) candidates through an industrial psychologist (or the tech equivalent) review. I think such an action would be money well spent for a hire this important. Please let me know if you know of any and the typical cost / cost structure for this sort of work. Thanks.

Charlie  
660 Madison Ave., Floor 21  
New York NY 10021  
[charles@divestcap.com](mailto:charles@divestcap.com)  
Tel: 617 818 3222



**divestcap**

---

From: Shlomo Maicher [mailto:shlomo@grainny.com]  
Sent: Thursday, November 24, 2005 10:31 PM  
To: Charles Hale  
Cc: Vigder, Avi; Bruce Hill  
Subject: RE: GCI Audit

Follow Up Flag: Follow up  
Flag Status: Flagged

Charlie,  
This whole thing was stoped long time ago. Remember that there was that issue with revenue recognition and deferred income.  
we will have to resolve this issue before being able to continue.  
Shlomo

-----Original Message-----

From: Charles Hale [mailto:charles@divestcap.com]  
Sent: 12:28 2805/11/21  
To: Shlomo Maicher  
Cc: Vigder, Avi; Bruce Hill  
Subject: GCI Audit

Shlomo - where do we stand on the GCI audit? To help prepare for a possible exit, we would like to make sure we have audited GCI financials.

Charlie

Charles C. Hale  
DivestCap / Sage  
660 Madison Avenue, Floor 23  
New York, NY 10021  
Mobile: 617 818 2222  
NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

[www.sagecap.com](http://www.sagecap.com) <<http://www.sagecap.com/>>  
<<http://www.divestcap.com/>> [www.divestcap.com](http://www.divestcap.com)

**divestcap**

---

**From:** Bruce Hill [bruce@divestcap.com]  
**Sent:** Friday, December 23, 2006 12:08 AM  
**To:** shomo@galaxy.com  
**Cc:** Vigder, Avi; Gal, Eldad; Charles Hale  
**Subject:** Summit Docs for Signature  
**Attachments:** Oldpoint Warrant - Revised.DOC; Agreement and Memorandum of Understanding - Dec 21 draft.DOC; Bridge Note - December 21 (2).DOC

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Shomo,

In addition to the Subordination Agreement that Charlie already sent you, the attached documents need to be signed by Enright and/or Oldpoint as follows:

Memorandum of Understanding (MOU) - Enright and Oldpoint  
Bridge Note - Enright (if that is where the \$500K is coming from)  
Warrant - Oldpoint

In each case, I would sign and create a PDF of the signature page and forward by e-mail to Charlie or me to be held in escrow pending the receipt of the necessary documents from the other side.

Thanks,

Bruce

**divestcap**

---

**From:** Charles Hale [charles@divestcap.com]  
**Sent:** Friday, January 13, 2006 4:01 PM  
**To:** Charles Hale; Vignar, Avi; Gal, Eilat  
**Cc:** Bruce Hill  
**Subject:** Fred Joseph

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Fried / Avi,

Fred Joseph has expressed interest in joining us to do buyouts and other private equity. Fred ran the tech banking group of Cowen. I recall that, before Cowen, he worked in middle market LBOs as a principal.

I am going to be emailing you in more detail on this topic, but we need to make some changes. I think this could be a good one if buyouts with an arb angle are a material part of your strategy.

Please let me know your thoughts on the following, which I would send to Fred. We can talk about it next week but I would like to hear from you. Thanks.

Charlie

-----  
Fred,

Provided I get a reconfirmation from you, I am going to state your interest in Sogo with the broader partnership, letting them know it is a confidential and preliminary inquiry.

I suspect there will be a good amount of flexibility with which entity you would primarily affiliate since it's more surface than substance. The major question would be mandate and alignment of that mandate with your skills.

The broader partnership is probably most concerned with building a group to do buyouts, primarily but not necessarily tech, for which we will have proprietary advantages in terms of staff. The profile for such opportunities varies widely but, generally, would include everything from low row, fast growth tech to mature ecommerce and sv businesses with steady cash flow. Revenues in the world markets in which we invest would be a big plus.

Best regards,  
Charlie

660 Madison Ave., Floor 21  
New York NY 10021  
charles@divestcap.com  
Tel: 617 818 2222

divestcap

From: Bruce Hill [mailto:bruce@divestcap.com]  
Sent: Thursday, January 26, 2006 12:29 PM  
To: Gal, Eldad; Charles Hale  
Cc: Golan, Daniel; Vigder, Avi  
Subject: RE: Emailing: RNS Draft 4 (3)\_ch edits.doc, Preliminary Announcement 2005v3CH\_CH.doc

Follow Up Flag: Follow up  
Flag Status: Flagged

Eldad,

I was in the midst of a call with Charlie getting ready to conference you in when he disappeared in the Mexican desert. He said if we got disconnected that he would call one of us back when he gets to where he is going, which I think should be in a couple of hours.

The concerns he was able to express to me while we were talking were:

- 1) Understanding how the economics work in detail
  - a) within Sage
  - b) with ISI
- 2) If Sage gets the same carry no matter what, why does it matter what we coinvest? Based on our conversation, I was not able to explain this to him.

He did say to me that his whole issue here is more about understanding and full disclosure than economics.

I suspect he will call you directly when he arrives wherever he is going but if he calls me I will conference you in.

-----Original Message-----

From: Gal, Eldad [mailto:eldad@sagecap.com]  
Sent: Thursday, January 26, 2006 9:59 AM  
To: Charles Hale; Bruce Hill  
Cc: Golan, Daniel; Vigder, Avi  
Subject: RE: Emailing: RNS Draft 4 (3)\_ch edits.doc, Preliminary Announcement 2005v3CH\_CH.doc

Charlie/Bruce:

Please call me to confirm final structure.

Eldad

-----Original Message-----

From: Charles Hale [mailto:charles@divestcap.com]  
Sent: Thursday, January 26, 2006 8:41 AM  
To: Bruce Hill; Michelle Yi  
Cc: Gal, Eldad; Golan, Daniel; Vigder, Avi  
Subject: Emailing: RNS Draft 4 (3)\_ch edits.doc, Preliminary Announcement 2005v3CH\_CH.doc

<<RNS Draft 4 (3)\_ch edits.doc>> Pl <<Preliminary Announcement 2005v3CH\_CH.doc>> ease take a look at these and then send to David. In line with expectations.

Charlie

divestcap

**From:** Charles Hale [charles@divestcap.com]  
**Sent:** Sunday, April 02, 2006 8:08 PM  
**To:** Gal, Eddad; ghal@charbay.com  
**Cc:** Vigder, Avi; Michele Yi  
**Subject:** SSC Search

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

I am going to sign the SSC search contract for a COO -> CEO. The doc is very heavily negotiated. I have gotten the search firm to their absolute low, which means a liability of a \$45k retainer, up to 1/3<sup>rd</sup> of total target comp of \$250k (\$87k) if the search succeeds. I have chosen AT Kearney, the division of EDS. I chose them because our top candidate will have managed outsourcing data centers.

It's painful to pay big fees for anything but, in my experience, it's best to hire a real search firm if one is to do it. We skimped on Summit and the results still show. In this case, I think it's appropriate for us to be ahead of the curve and work to get a professional on the job.

Charlie

Charles C. Hale  
 DivestCap / Sage  
 660 Madison Avenue, Floor 21  
 New York, NY 10021  
 Mobile 617 818 1222  
 NY Office 212 651 9021  
 CHALESC@DIVESTCAP.COM

[WWW.SAGECAP.COM](http://WWW.SAGECAP.COM)  
[NYOFF@DIVESTCAP.COM](mailto:NYOFF@DIVESTCAP.COM)

**divestcap**

---

**From:** Charles Hale [charles@divestcap.com]  
**Sent:** Wednesday, April 12, 2006 7:51 AM  
**To:** Gai, Eidel; Sagi, Mor; Vigdor, Avi  
**Cc:** glad@hartbay.com

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Happy Passover.

SSC and GCI need to work through the following issues when Passover ends.

1. I need a contact person for IRL. Once I get the address, I will get a bid process letter out for review.
2. GSA qualification will require a SSC - GCI distribution agreement that matches the life of the GSA contract (through 2011). I will need to ask Shomo for a modification to the term. All terms can remain the same, I believe. To the extent you can help me get Shomo, I'd appreciate it.
3. Two bumps with SightLine. (A) Our main Unisys contract has left the company. This departure could push back (a) a \$600,000+ license deal, and (b) our \$600,000 internal Unisys maintenance deal. My aggressive 2006 rev plan needs these deals. I will know more soon. (B) I have to recognize a borderline 2004 deal in 2005 according to our auditors. This change will cause a marked change in the optics of the revenue, causing an artificial decline in 2005 versus 2004. This isn't great timing. Sorry.
4. I can't get traction at Deephaven re a buyout. GCI assumed the royalty obligation, and since it is the one with the legal liability and the duty to pay, I think this should be a job for GCI. SSC to handling it (i) would absolutely contradict the structural separation for tax and (ii) put me in an awkward position that would hurt GCI since I believe all parties to a transaction should err on over-paying royalties (good for reputation, good for future deals, right thing to do). Bruce and I are happy to pay 5% of either our or SSC profits in a royalty. The letter would incur a royalty starting now.

Charlie

Charles C. Hale  
DivestCap / Sago  
560 Madison Avenue, Floor 24  
New York, NY 10022  
Mobile: 617 613 2222  
NY Office: 212 651 9023  
E-mail: [charles@divestcap.com](mailto:charles@divestcap.com)

[WWW.SAGECAP.COM](http://WWW.SAGECAP.COM)  
[WWW.DIVESTCAP.COM](http://WWW.DIVESTCAP.COM)

**divestcap**

---

From: Golan, Daniel  
Sent: Friday, October 20, 2006 11:43 AM  
To: 'charles@divestcap.com'; Gal, Eldad; Vigder, Avi; 'shlomo@gaainv.com'  
Subject: Re:

Follow Up Flag: Follow up  
Flag Status: Flagged

Idan will send it right away.

----- Original Message -----

From: Charles Hale <charles@divestcap.com>  
To: Gal, Eldad; Golan, Daniel; Vigder, Avi; Shlomo Meichor <shlomo@gaainv.com>  
Sent: Fri Oct 20 11:17:29 2006  
Subject:

Do you have the Enright bank wire info for repayments of the Summit loans? Needed asap.  
Thanks

Charles F. Hale  
DivestCap / Sage  
660 Madison Avenue, Floor 18  
New York, NY 10021  
Mobile: 647 818 2222  
NY Office: 212 551 9023  
[charles@divestcap.com](mailto:charles@divestcap.com) <blocked:mailto:charles@divestcap.com>

[www.sagecap.com](http://www.sagecap.com) <<http://www.sagecap.com/>> [www.divestcap.com](http://www.divestcap.com) <<http://www.divestcap.com/>>



divestmap

**From:** Sagi, Mor  
**Sent:** Friday, October 20, 2006 7:44 PM  
**To:** Vigdor, Avi; Golan, Daniel; Gal, Eldad  
**Subject:** FVE Signed documents

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Mazat Toy,

Mor

**From:** Emil Girczyk [mailto:emil@sd.com]  
**Sent:** Friday, October 20, 2006 7:28 PM  
**To:** SPILLIAERT, Tom (oakcapital); SHINADA, Koichi (at Oak Capital)  
**Cc:** Makino Kiyoshi; Charles Hale; Tighe, Craig; Sagi, Mor; HOSHINO, T.; Emil Girczyk  
**Subject:** RE: Signed documents

Dear Shinada-san and Mr Spilliaert,

The transaction with Mentor closed at 13:48 PDT, Friday October 20, 2006. Thank you again for your support and cooperation.

Mentor said they have an earnings announcement scheduled for October 25 and are planning to announce this transaction the Monday or Tuesday morning following. Mentor has reaffirmed you should not mention the name of the acquirer in your disclosure if you do it before their press release.

Regarding return of the original signed documents, please send these to the following address:

Divestiture Growth Capital LLC  
650 Madison Avenue, Floor 21  
New York, NY 10021  
Attn: Charles Hale  
Fax: (702) 977-3355  
Phone: +1-212-651-9023

Sincerely,

Emil Girczyk

**From:** SPILLIAERT, Tom (oakcapital) [mailto:tom.spilliaert@oakcapital.jp]  
**Sent:** Thursday, October 19, 2006 9:57 PM  
**To:** Emil Girczyk  
**Cc:** SHINADA, Koichi (at Oak Capital); Makino Kiyoshi; Charles Hale; Tighe, Craig; SAGI, Mor; HOSHINO, T.; Emil Girczyk  
**Subject:** Re: Signed documents

Dear Dr. Girczyk,

Likewise, we fully appreciate all the effort and time you spent to realize this deal. Please let us have the full details of the addressee (incl. tel/fax) for returning the original signed documents.

Kind regards,

Tom Spilliaert

----- Original Message -----

From: Emil Girczyk

To: SPILLIAERT, Tom (oakcapital)

Cc: SHINADA, Koichi (at Oak Capital); Makino Kiyoshi; Charles Hale; Tighe, Craig; SAGI, Mar; HOSHINO, T.; Emil Girczyk

Sent: Friday, October 20, 2006 11:39 AM

Subject: RE: Signed documents

Dear Shinada-san and Mr Spilliaert,

Thank you for your cooperation, understanding, and giving your consent to enable us to meet the closing conditions for this transaction. With your consent in hand, we should be able to close on Friday, October 20, pending no unforeseen event preventing us from collecting the remaining signatures from officers for the certificates which must be signed on the day of closing.

If for some reason, we do not close on Friday as expected, we will close Monday, October 23. I will confirm Friday morning (California time) if we have closed on October 20, or if we will close Monday, October 23.

Sincerely,

Emil Girczyk.

From: SPILLIAERT, Tom (oakcapital) [mailto:tom.spilliaert@oakcapital.jp]

Sent: Thursday, October 19, 2006 7:24 PM

To: Emil Girczyk

Cc: SHINADA, Koichi (at Oak Capital); Emil Girczyk; Makino Kiyoshi; Charles Hale; Tighe, Craig; SAGI, Mar; HOSHINO, T.

Subject: Signed documents

Importance: High

Dear Dr. Girczyk,

On behalf of Mr. Shinada, I take pleasure in enclosing the following duly completed and signed documents:

- (1) Consent and Mutual General Release Agreement
- (2) Written Consent of the Stockholders of Summit Design Technologies, Inc.

Original copy of each document will be sent per DHL. Kindly confirm the full address with tel/fax numbers of the addressee.

Please let us know as soon as possible the date of the actual closing.

Kind regards,

Tom Spilliaert

Tom SPILLIAERT

OAK CAPITAL CORPORATION

Sumitomo Fudosen Akasaka Bldg. 6F

8-10-24 Akasaka, Minato-ku

Tokyo 107-0052 JAPAN

Direct Tel: 813-5786-0034

Direct Fax: 813-5786-0035 (secured)

Please note my new email address: [j.gallant@cockcapital.jp](mailto:j.gallant@cockcapital.jp)  
\*\*\*\*\*

**divestcap**

---

**From:** Golan, Daniel  
**Sent:** Wednesday, December 17, 2003 5:13 PM  
**To:** Charles@divestcap.com  
**Cc:** Bruce@divestcap.com  
**Subject:** RE: legal bill

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Let me know.  
Thx

-----Original Message-----

**From:** Charles@divestcap.com  
**Sent:** Wednesday, December 17, 2003 3:55 PM  
**To:** Golan, Daniel  
**Cc:** Bruce@divestcap.com  
**Subject:** legal bill

Danny - I have sent the legal bill to Summit and Bruce. Summit can pay this year but has asked us to confirm that the bill isn't personal tax planning for Raz. Since I believe it isn't, I told them we would, and have asked Bruce to review. Bruce should be able to get back to us by Friday.

The controllers run on legal fees paid by Summit for the buyout shows \$96,000 for 2002 exclusive of this bill.

Charlie

**divestcap**

---

**From:** Charles@divestcap.com  
**Sent:** Friday, December 19, 2003 7:30 PM  
**To:** Golan, Daniel  
**Co:** 'Bruce Hill'; 'Paul Bogonis'; 'Guy Moshe'  
**Subject:** Legal Bill

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Danny -- DivestCap is going to front the Summit legal bill until the first week of February. Summit's cash is too tight now due to:

- (i) heavy working capital needs associated with back-loaded quarters (most of the revenue is still booked end of the quarter causing most Q4 inflows to hit in Feb), and
- (ii) bookings trailing plan

Bookings growth should still be strong, however, and quite an achievement.

Paul -- please confirm that you will pay the bill to us in Feb, and I will cut the check out of us. Thanks.

Charlie

Charles C. Hale  
DivestCap Management Corp.  
Divestiture Growth Capital LLC  
660 Madison Avenue, Floor 21  
New York, NY 10021  
Mobile: 617 818 2222  
NY Office: 212 651 9023  
eFax: 702 977 3355  
charles@divestcap.com

**Visit DivestCap at:**  
**[www.divestcap.com](http://www.divestcap.com)**

***Growing Technology Divestitures with Knowledge & Capital***

**divestcap**

---

**From:** Bruce Hill [bruce@divestcap.com]  
**Sent:** Monday, February 18, 2004 9:21 AM  
**To:** Vigder, Avi  
**Cc:** Golan, Daniel; charles@divestcap.com  
**Subject:** LP Docs for Summit Closing  
**Attachments:** Note Assignment Notice.doc; Partnership Clean 2-15-04.doc

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Avi,

To be ready to close the transaction with the Japanese, we need to have the following documents executed on behalf of Enright. We will also need Enright's address on the shorter document, which is the note assignment from Enright to the LP. Charlie and I have gone over these documents carefully, and we believe that they reflect the agreements that we reached. However, if there is any issue, we can always address it later through an amendment. Right now, I just want to make sure that we are ready for the closing.

Mor says that we should receive the final comments on the SPA from BSL's lawyers this morning.

Bruce

**divestcap**

---

**From:** Bruce Hill [bruce@divestcap.com]  
**Sent:** Thursday, February 19, 2004 2:04 PM  
**To:** Golan, Daniel  
**Cc:** 'Charles Hale'  
**Subject:** Revised LP Agreement  
**Attachments:** Partnership (Marked) 2-19-04.doc; Partnership (Clean) 2-19-04.doc  
  
**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Danny,

Here is the LP agreement, revised to include the language that you wanted -- which you will find in Section 3.1(a).

Bruce

PS -- the sooner I can get copies of the documents to me by PDF the easier the closing will be.

**divestcap**

---

**From:** Bruce Hill [bruce@divestcap.com]  
**Sent:** Friday, February 20, 2004 8:47 AM  
**To:** Golan, Daniel  
**Cc:** Vigdor, Avi; charles@divestcap.com  
**Subject:** LP Agreement  
**Attachments:** Partnership (Clean) 2-19-04.doc

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Danny,

Here is the revised LP agreement. The notice period in Section 3.1(f) has been changed to 45 days as discussed with



